**IN THE HIGH COURT OF JUDICATURE AT BOMBAY**
**O.O.C.J.**
**COMPANY PETITION NO.247 OF 2006**
**WITH**
**COMPANY APPLICATION NO.417 OF 2005**

Munirka Agencies Private Limited ..Petitioner Company.

**WITH**
**COMPANY PETITION NO.248 OF 2006**
**WITH**
**COMPANY APPLICATION NO.416 OF 2005**

Virtual Marketing (India) Private Limited ..Petitioner Company.

Mr.B.B.Parekh with A.W.Ansari for Petitioner Company.
Mr.C.J.Joy with R.C.Master and M.M.Goswami i/b S.S.Sarkar in both Company Petitions.
Ms.K.V.Gautam, Dy.O.L. only in C.P.No.247/06.

**CORAM: R.S.Mohite, J.**
**DATE : 25th August, 2006.**

**P.C.:**

1. The Company Petition No.247 of 2006 has been filed by Munirka Agencies Private Limited which is the Transferor Company and the Company Petition No.248 of 2006 has been filed by Virtual Marketing (India) Private Limited which is the Transferee Company. These petitions are filed for obtaining sanction to the scheme of amalgamation under Sections 391 and 394 of the Companies Act, 1956.

2. According to the Petitioner Companies, there is a

proposed scheme of amalgamation of the Transferor Company with the Transferee Company. The petitioners have complied with all the statutory requirements. It is submitted that notice has been given to all the creditors as per the undertakings but nobody has come forward to lodge an objection.

3. Notice of the petition has also given to Regional Director who after having obtained report from the Registrar of Companies and examining scheme has filed affidavit dated 10th August, 2006, stating that the petitioner companies should furnish latest financial position at the time of hearing of the petitions. The affidavit further states that the scheme is not prejudicial to the interest of creditors, shareholders and public. The Advocate for Petitioner Companies has filed latest financial report in the Court and copy has been furnished, therefore, there is no objection on the part of Regional Director.

4. The Official Liquidator has also filed report stating that on getting audited accounts of the Company scrutinised by the auditors, it is found that the affairs of the Transferor Company has not been conducted in a manner prejudicial to the interest of its members or to public interest.

5. Therefore, taking into consideration, a proposed scheme and the fact that all statutory requirements have been complied with, this Court allows the Company Petition No.247 of 2006 in terms of prayer clauses (a) to (g) and the Company Petition No.248 of 2006 in terms of prayer clauses (a) to (h). Each of the Petitioners in two petitions will pay the cost of Rs.2,500/- each to the Regional Director and the Official Liquidator.

6. All authorities concerned are directed to act as per ordinary copy certified by the Company Registrar. The making of drawn up order is dispensed with. The Petitions stand disposed off accordingly.

**(R.S.MOHITE,J.)**